

THE COMMUNITY ASSOCIATION OF PORTSMOUTH (TCAP) BYLAWS

Article I

DESCRIPTION

Section 1: NAME OF ORGANIZATION

The name of the organization shall be The Community Association of Portsmouth, also known as TCAP.

Section 2: BOUNDARIES

Boundaries shall be defined as follows: Lombard on the South, Columbia Boulevard on the North, Burlington-Northern Railroad Cut on the West, Chautauqua on the East. The boundaries of TCAP shall run along the centerline of all right-of-ways and projections mentioned above.

Section 3: PURPOSE OF TCAP:

The purposes for which TCAP is organized are:

- a) To enhance the livability of the area by establishing and maintaining an open line of communication and liaison between the neighborhood, government agencies and other neighborhoods.
- b) To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
- c) To be organized exclusively for charitable and educational purposes.
- d) Notwithstanding any statement of purposes or powers aforesaid, this association shall not engage in any activities or exercise any powers that are not primary purposes.

Article II

MEMBERSHIP

Section 1: MEMBERSHIP

Membership shall be open to any person who lives, rents, or owns property within stated boundaries of the neighborhood association. It shall also be open to one voting representative from each business, organization, church, or government agency, which exists within the boundaries of TCAP. To become a registered member, one Community Forum or Board Meeting must be attended prior to registration. Registration may be completed by signing the Membership List, available at Board and Community Forum meetings.

Section 2: NON-DISCRIMINATION

Neighborhood associations must not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, age, disability, national origin, income, or political affiliation, in any of its policies, recommendations or actions.

Section 3: VOTING

All members shall have one vote each to be cast in person at any Forum (general meeting) or special meeting. The requirement for voting shall be registration as a member of TCAP. Prepared ballots shall include a voter signature line. Secret or absentee ballots are not permissible as per Oregon Public Meeting Law. Members shall be handed ballots as they enter the meeting place.

Article III

FUNDING

Section 1: DUES

There will be no membership fees or dues; however, voluntary contributions will be accepted. Activities to raise funds for TCAP use may be held if appropriate. Funding may also be sought through other appropriate sources.

Article IV

COMMUNITY FORUMS

Section 1: COMMUNITY FORUMS

a) There shall be a minimum of two community forum meetings yearly. The meetings shall be convened in the fall and spring and upon any day decided upon by the majority vote of the Board of Directors. Members may vote at one community forum meeting to suspend a meeting the following month.

b) The annual Community Forum will be held in the spring, at which time elections of the Board Members shall be held, and the plan of work established by the membership.

c) Notification for all Community Forums shall require seven (7) days advance notice.

Section 2: SPECIAL MEETINGS

a) Special meetings of the membership may be called by the majority of the Board of Directors as determined necessary. Community members may request the Board to call a special meeting with a minimum of twenty (20) signatures, and an agenda, which must be addressed, before the next Community Forum.

b) Agenda item(s) related to the purpose of the special meeting must be included in the meeting notice, and be the only topic(s) of discussion during this meeting.

c) Notification and purpose(s) of the special meetings shall require no less than four (4) days advance notice to all registered TCAP members.

Section 3: AGENDA

Subject to the approval of the board of directors, the chairperson shall prepare the agenda for community forum and special meetings of the membership. Any person may add an item to the agendas of board and community forums meetings by submitting the item in writing to the chairperson or secretary at least ten (10) days in advance of the meeting date. Any member of TCAP may make a motion to add an item to the agenda of community forum meetings. Adoption of that motion requires a second and majority vote.

Section 4: QUORUM

A quorum for any community forum or special meeting of TCAP shall be the number of members in attendance.

Section 5: PARTICIPATION

All meetings are open to any person and all who wish to be heard. However, only those registered as members are eligible to vote. All actions or recommendations from the community forums or special meetings shall be recorded in the written minutes and be a part of the public record.

Article V

BOARD OF DIRECTORS

Section 1: COMPOSITION OF BOARD OF DIRECTORS

The Board of Directors, hereinafter referred to as the Board, shall be composed of four executive officers: chairperson, vice chairperson, secretary, treasurer, and eleven (11) board

members at large. Membership of the Board shall reflect diversity and geographic areas of the TCAP.

Section 2: TERMS OF OFFICE

a) Executive officers shall be elected annually for a term of one (1) year for which she/he is elected and until his/her successor shall have been elected to take office. Newly elected officers shall take office at the next meeting (Board and Forum) following the election. Executive officers shall be limited to three (3) consecutive terms in their elected position as chairperson, vice chairperson, secretary, or treasurer.

b) Board members at large are elected to two (2) year terms. Six (6) Board members at large shall be elected in even years and five (5) board members at large shall be elected in odd years.

c) No member of the board shall serve more than eight (8) consecutive years.

Section 3: DUTIES OF THE BOARD

a) Management: The affairs of TCAP shall be managed by the board in the interim between Community Forums. The Board shall be accountable to the membership, shall seek the views of those affected by any proposed policies or actions before adopting any recommendations on the behalf of the association, and shall strictly comply with these bylaws.

b) Vacancies: The board may fill any vacancy on the board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term, or until h/her successor is elected. The Board shall work with the Nominating Committee for recruitment of potential members.

c) Attendance: Board members who are absent from two (2) consecutive board meetings without good cause are subject to removal from the board by a majority vote of the board.

d) Disbursement(s) shall require the signature of two members of the executive committee. All disbursements shall be in accordance with the budget adopted by the Board and verified by the membership.

Section 4: DUTIES OF OFFICERS (EXECUTIVE COMMITTEE)

a) Chairperson: At the direction of the executive committee, the chairperson shall prepare the agenda and preside at all meetings of the board and membership. The chair shall appoint members of committees not elected, verified by the majority approval of the board, except for members of the Grievance and Nominating Committees. The chairperson shall assign duties to the Board Members at Large, and will act as ex officio on all committees except for Grievance and Nominating committees. In case an emergency occurs, preventing both the chairperson and vice chairperson from presiding at a meeting, the chairperson will appoint an acting chairperson from the board to act on his/her behalf.

b) Vice Chairperson: The Vice Chairperson shall assist the Chairperson, and shall function as the Chairperson in her/his absence or at the direction of the Chair.

c) Secretary: The Secretary shall keep minutes, and written records of the majority, minority, and abstaining votes expressed at all board, community forum and special meetings, and shall provide a copy to the chair for distribution prior to the next scheduled meeting; shall count votes at all the aforesaid meetings; shall be responsible for maintaining all written records including all official correspondence of TCAP; shall make records of TCAP available for inspection for any proper purpose at a reasonable time, by appointment. In order to provide community access, the secretary is responsible to see that copies of agendas, minutes, and official correspondence shall be held at the Office of Neighborhood Involvement's (ONI) North Portland Service Center (NPSC.)

d) Treasurer: The treasurer shall be held accountable for all funds, shall give a report at each general and board meeting, shall receive, safekeep, and disburse TCAP funds.

Section 5: ELECTION OF BOARD MEMBERS

Board members shall be elected at the membership's Annual Meeting. Names of all candidates for the Board shall be placed in nomination. Nominations from the floor shall be permitted with prior consent from the nominee(s). Written ballots shall be used for voting for board members, and committees required to be elected. Election requires a majority vote of the membership present for each candidate on the ballot.

Section 6: BOARD MEETINGS

a) The Board of Directors shall meet monthly. Cancellation of a Board meeting requires notice and is approved by a majority of the Board. These meetings shall be open sessions; however, only board members shall be entitled to vote.

b) A quorum for board meetings shall consist of 50% plus one of the current elected or appointed board members on record. Decisions shall be made by majority vote. A majority of board members, by signed petition or phone confirmations, may call a special meeting.

Section 7: REMOVAL FROM OFFICE

Members may be removed from office at any time by a vote of two thirds of the registered membership present at a Community Forum. Thirty (30) days notice of action must be made. The designated process shall be described in the Administrative Rules.

Article VI

COMMITTEES

Section 1: COMMITTEES may be established by the Board during the year, as related to the plan of work. These committees shall make recommendations to the board for board action. Committees shall not have the power to act on behalf of the organization without specific authorization from the board.

Section 2: COMMITTEE CHAIRPERSONS will be appointed by the Board. Committees may be chaired by either a board member or any interested member of TCAP. Any member of TCAP may volunteer or be asked to serve on any committee. COMMITTEE MEMBERS shall receive approval by the majority of the Board. Chairpersons or their designee shall report committee activities at each meeting of the Board

Section 3: STANDING COMMITTEES shall consist of Grievance and Nominating Committee. These committees shall be elected by the membership and serve for one year, with the opportunity to serve for two consecutive years.

a) The Nominating Committee's primary function will be to seek, interview, and recruit candidates for Board membership. While carrying out these activities, they shall encourage individuals to consider membership on committees. Maintenance of files shall include actions taken during meetings of the committee, and suggestions for candidates to fill board vacancies.

b) The Grievance Committee's function will be to assist with the resolution of grievances against TCAP.

Article VII

GRIEVANCE PROCEDURES

Section 1: ELIGIBILITY TO GRIEVE:

A person or group adversely affected by a decision or policy of TCAP may submit in writing a complaint to any member of the Grievance Committee.

Section 2: COMPLAINT RECEIPT: Within seven (7) days of receipt of the complaint, the committee shall make a reasonable effort to arrange with the petitioner a mutually acceptable place, day and hour for a review of the complaint, and will, in writing, within thirty (30) days, recommend a resolution of the grievance to the board. A quorum of the Grievance Committee is three.

Section 3: FINAL RESOLUTION: The committee shall attempt to resolve the complaint and shall submit a report of their recommendation and/or action to the complainant, board and membership. If the committee, board and petitioner cannot reach agreement, final resolution of the complainant shall be by vote of a majority of the membership at a community forum or special meeting.

Article VIII

ADOPTION AND AMENDMENTS

Proposed amendments to these Bylaws shall be submitted in writing to the Board. Changes shall be announced at the next Community Forum with a vote held at the following Community Forum. Adoption and amendments to these Bylaws shall require a two-thirds vote by the members present at the Community Forum.

Article IX

PROCEDURES

Section 1: THE COMMUNITY ASSOCIATION OF PORTSMOUTH (TCAP) shall follow *Robert's Rules of Order Revised* in all areas not covered by the bylaws. The Board shall comply with the Oregon Public-Meeting and Public Record laws, and Office of Neighborhood Involvement Guidelines.

Section 2: NOTIFICATION of all TCAP meetings shall comply with the Oregon Public Meeting Law.

Section 3: ADMINISTRATIVE RULES shall be reviewed annually by the Board. They shall not be in conflict with any rules of order and procedures defined in Sections 1 and 2 of this article. They may be modified by the Board or membership by a majority vote.

These Bylaws were officially adopted by the Membership at its meeting on June 5, 1996 in Portland, Oregon.

Secretary: _____

Amended: August 1, 1996 (Scrivener errors corrected)
November 5, 1997
March 1, 2000
May 7, 2002
May 4, 2004